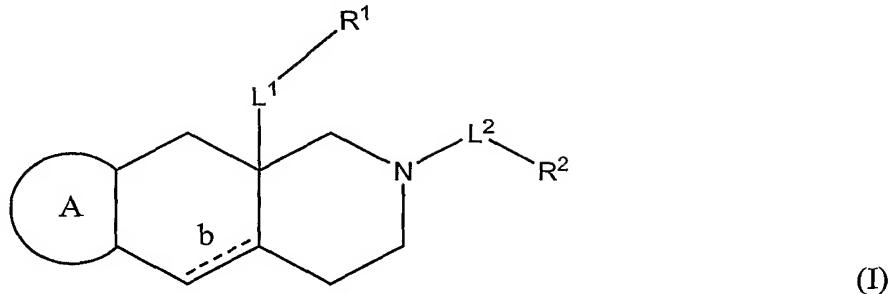


WHAT IS CLAIMED IS:

- 1 1. A compound having the formula:



2 wherein,

3 L¹ and L² are members independently selected from a bond, -O-, -S-, S(O)-,
 4 -S(O₂)-, -C(O)-, -C(O)O-, -C(O)NH-, substituted or unsubstituted
 5 alkylene, and substituted or unsubstituted heteroalkylene;
 6 the dashed line b is optionally a bond;
 7 the ring A is a member selected from substituted or unsubstituted 5 to 6
 8 membered heterocycloalkyl, and substituted or unsubstituted heteroaryl;
 9 R¹ is a member selected from hydrogen, substituted or unsubstituted alkyl,
 10 substituted or unsubstituted heteroalkyl, substituted or unsubstituted
 11 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 12 unsubstituted aryl, substituted or unsubstituted heteroaryl, -OR^{1A},
 13 -NR^{1C}R^{1D}, -C(O)NR^{1C}R^{1D}, -C(O)OR^{1A}, wherein
 14 R^{1A} is a member selected from hydrogen, substituted or unsubstituted
 15 alkyl, substituted or unsubstituted heteroalkyl, substituted or
 16 unsubstituted cycloalkyl, substituted or unsubstituted
 17 heterocycloalkyl, substituted or unsubstituted aryl, and substituted or
 18 unsubstituted heteroaryl;
 19 R^{1C} and R^{1D} are members independently selected from substituted or
 20 unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
 21 substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 22 heterocycloalkyl, substituted or unsubstituted aryl, and substituted or
 23 unsubstituted heteroaryl,
 24 wherein R^{1C} and R^{1D} are optionally joined to form a substituted or
 25 unsubstituted ring with the nitrogen to which they are attached,
 26 .

wherein said ring optionally comprises an additional ring nitrogen, and

R^2 is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, $-S(O_2)R^{2A}$, $-S(O_2)NR^{2B}R^{2C}$, and $=NOR^{2D}$, wherein R^{2A} , R^{2B} , R^{2C} , and R^{2D} are members independently selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

2. The compound of claim 1, wherein A is a member selected from:
unsubstituted 5 to 6 membered heterocycloalkyl comprising at least one
heteroatom selected from N, O and S;
substituted 5 to 6 membered heterocycloalkyl comprising 1 to 3 substituents
and at least one ring heteroatom selected from N, O and S;
unsubstituted aryl comprising at least one heteroatom selected from N, O and
S; and
substituted aryl comprising 1 to 3 substituents and at least one ring
heteroatom selected from N, O and S.

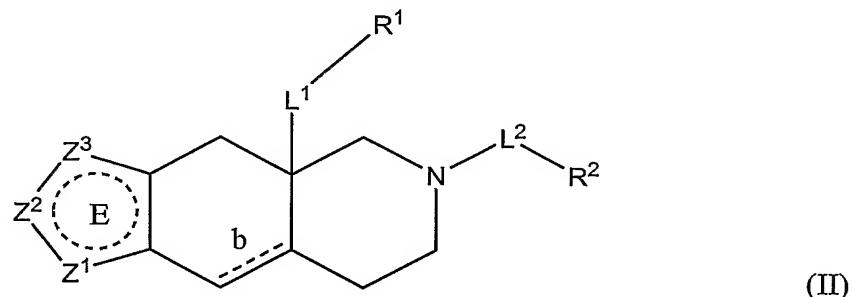
3. The compound of claim 1, wherein A is a member selected from unsubstituted pyrrolidinyl, substituted or unsubstituted pyrrolyl, substituted or pyrazolyl, substituted or unsubstituted imidazolyl, substituted or unsubstituted oxazolyl, substituted or unsubstituted isoxazolyl, unsubstituted thienyl, substituted or unsubstituted thiazolyl, substituted or isothiazolyl, substituted or unsubstituted pyridinyl, substituted or pyrimidinyl, and substituted or unsubstituted pyrazinyl.

4. The compound of claim 1, wherein A is a substituted or unsubstituted

1 5. The compound of claim 1, wherein A is substituted with a member
 2 selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted
 3 heteroaryl, substituted or unsubstituted aryl, -NR^{3A}R^{3B}, and -OR^{3C}, wherein
 4 R^{3A} and R^{3B} are members independently selected from hydrogen, substituted
 5 or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
 6 substituted or unsubstituted heterocycloalkyl, and substituted or
 7 unsubstituted heteroaryl, wherein
 8 R^{3A} and R^{3B} are optionally joined to form a substituted or unsubstituted
 9 ring with the nitrogen to which they are attached, wherein said ring
 10 optionally comprises an additional ring heteroatom, and
 11 R^{3C} is a member selected from substituted or unsubstituted alkyl, substituted
 12 or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl,
 13 substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted
 14 aryl, and substituted or unsubstituted heteroaryl.

1 6. The compound of claim 5, wherein A is substituted with a member
 2 selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl,
 3 and substituted or unsubstituted heteroaryl.

1 7. The compound of claim 1 having the formula



2 wherein,

3 the dashed ring represents unsaturated, partially saturated, or fully saturated
 4 bonds within ring E;

5 Z¹ is a member selected from -NR⁵- , =N-, -O-, and -S-, wherein

6 R⁵ is a member selected from hydrogen, substituted or unsubstituted
 7 alkyl, substituted or unsubstituted heteroalkyl, substituted or
 8 unsubstituted cycloalkyl, substituted or unsubstituted
 9

heterocycloalkyl, substituted or unsubstituted heteroaryl, and substituted or unsubstituted aryl;

Z^2 is a member selected from $-CR^{6A}R^{6B}-$, $=CR^{6A}-$, $-C(O)-$, $-NR^{6C}-$, $=N-$, $-O-$,
 $-S-$, $-CR^{6A}R^{6B}-NR^{6C}-$, $=CR^{6A}-NR^{6C}-$, $-CR^{6A}=N-$, $-CR^{6A}R^{6B}-N=$, and
 $=CR^{6A}-N=$, wherein

R^{6C} is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl,

R^{6A} and R^{6B} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aryl, $-NR^{6A1}R^{6A2}$, and $-OR^{6A3}$, wherein

R^{6A1} and R^{6A2} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein

R^{6A1} and R^{6A2} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, wherein said ring optionally comprises an additional ring heteroatom, and

R^{6A^3} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl,

wherein R^{6A} and R^{6C} are optionally joined together to form a substituted or unsubstituted ring, wherein said ring optionally comprises an additional ring heteroatom;

Z^3 is a member selected from $-CR^{7A}R^{7B}-$, $=CR^{7A}-$, $-C(O)-$, $-NR^{7C}-$, $=N-$, $-O-$, and $-S-$, wherein

43 R^{7C} is a member selected from hydrogen, substituted or unsubstituted
44 alkyl, substituted or unsubstituted heteroaryl, and substituted or
45 unsubstituted aryl,
46 R^{7A} and R^{7B} are independently selected from hydrogen, substituted or
47 unsubstituted alkyl, substituted or unsubstituted heteroaryl,
48 substituted or unsubstituted aryl, $-NR^{7A1}R^{7A2}$, and $-OR^{7A3}$, wherein
49 R^{7A1} and R^{7A2} are members independently selected from hydrogen,
50 substituted or unsubstituted alkyl, substituted or unsubstituted
51 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
52 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl,
53 and substituted or unsubstituted heteroaryl, wherein
54 R^{7A1} and R^{7A2} are optionally joined to form a substituted or
55 unsubstituted ring with the nitrogen to which they are
56 attached, wherein said ring optionally comprises an additional
57 ring heteroatom, and
58 R^{7A3} is a member selected from substituted or unsubstituted alkyl,
59 substituted or unsubstituted heteroalkyl, substituted or
60 unsubstituted cycloalkyl, substituted or unsubstituted
61 heterocycloalkyl, substituted or unsubstituted aryl, and substituted
62 or unsubstituted heteroaryl;
63 wherein R^5 is optionally joined with R^{6A} or R^{6C} to form a substituted or
64 unsubstituted ring, wherein said ring optionally comprises an additional
65 ring heteroatom;
66 wherein R^{7A} is optionally joined with R^{6A} or R^{6C} to form a substituted or
67 unsubstituted ring, wherein said ring optionally comprises an additional
68 ring heteroatom; and
69 wherein R^{7C} is optionally joined with R^{6A} or R^{6C} to form a substituted or
70 unsubstituted ring, wherein said ring optionally comprises an additional
71 ring heteroatom.

- 1 8. The compound of claim 7, wherein
2 Z^1 is $-NR^5-$;
3 Z^2 is $=N-$; and
4 Z^3 is $=CR^{7A}-$.

1 9. The compound of claim 8, wherein
 2 R^{7A} is hydrogen; and
 3 R⁵ is a member selected from hydrogensubstituted or unsubstituted aryl,
 4 substituted or unsubstituted heteroaryl, substituted or unsubstituted arylalkyl and substituted
 5 or unsubstituted heteroarylalkyl.

1 10. The compound of claim 7, wherein R⁵ has the formula:



3 wherein,

4 R^{5A} is a member selected from hydrogen, halogen, -OR^{5A1}, -NR^{5A2}R^{5A3},
 5 -S(O₂)NR^{5A2}R^{5A3}, -CN, substituted or unsubstituted alkyl, substituted or
 6 unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl,
 7 substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted
 8 aryl, and substituted or unsubstituted heteroaryl, wherein

9 R^{5A1} is a member selected from hydrogen, substituted or unsubstituted
 10 alkyl, substituted or unsubstituted heteroalkyl, substituted or
 11 unsubstituted cycloalkyl, substituted or unsubstituted
 12 heterocycloalkyl, substituted or unsubstituted aryl, and substituted or
 13 unsubstituted heteroaryl, and

14 R^{5A2} and R^{5A3} are members independently selected from hydrogen,
 15 substituted or unsubstituted alkyl, substituted or unsubstituted
 16 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 17 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and
 18 substituted or unsubstituted heteroaryl;

19 m is an integer from 0 to 10; and

20 n is an integer from 1 to 5.

1 11. The compound of claim 10, wherein

2 n is 1;

3 m is 0 or 1; and

4 R^{5A1}, R^{5A2} and R^{5A3} are hydrogen.

1 12. The compound of claim 7, wherein

2 Z¹ is -NR⁵-;
 3 Z² is =CR^{6A}-; and
 4 Z³ is =N-.

1 **13.** The compound of claim 12, wherein R⁵ is a member selected from
 2 hydrogen and substituted or unsubstituted aryl.

1 **14.** The compound of claim 8, wherein R⁵ and R^{7A} are hydrogen and b is
 2 a bond.

1 **15.** The compound of claim 1, wherein R¹ is a member selected from
 2 substituted or unsubstituted (C₁-C₁₀) alkyl, substituted or unsubstituted 2-10 membered
 3 heteroalkyl, substituted or unsubstituted (C₃-C₇) cycloalkyl, substituted or unsubstituted 3-7
 4 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or
 5 unsubstituted heteroaryl.

1 **16.** The compound of claim 1, wherein R¹ has the formula:



3 wherein,

4 q is an integer selected from 1 to 5;

5 R^{1B} is a member selected from hydrogen, substituted or unsubstituted alkyl,
 6 substituted or unsubstituted heteroalkyl, substituted or unsubstituted
 7 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 8 unsubstituted aryl, substituted or unsubstituted heteroaryl, -NR^{1B1}R^{1B2},
 9 -OR^{1B3}, and -C(O)NR^{1B4}R^{1B5} wherein

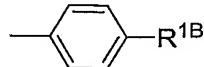
10 R^{1B1} and R^{1B2} are members independently selected from hydrogen,
 11 substituted alkyl, substituted or unsubstituted heteroalkyl, substituted
 12 or unsubstituted heterocycloalkyl, and substituted or unsubstituted
 13 heteroaryl, wherein R^{1B1} and R^{1B2} are optionally joined to form a
 14 substituted or unsubstituted ring with the nitrogen to which they are
 15 attached, wherein said ring optionally comprises an additional ring
 16 heteroatom, and

17 R^{1B3} is a member selected from
 18 hydrogen,

19 substituted or unsubstituted heteroalkyl comprising a nitrogen,
 20 substituted or unsubstituted heterocycloalkyl comprising a ring
 21 nitrogen,
 22 substituted or unsubstituted heteroaryl comprising a ring nitrogen,
 23 and
 24 alkyl substituted with a substituted or unsubstituted heteroalkyl
 25 comprising a nitrogen, substituted or unsubstituted
 26 heterocycloalkyl comprising a ring nitrogen, and substituted or
 27 unsubstituted heteroaryl comprising a ring nitrogen; and
 28 R^{1B4} and R^{1B5} are members independently selected from
 29 hydrogen,
 30 substituted or unsubstituted heteroalkyl comprising a nitrogen,
 31 substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen,
 32 substituted or unsubstituted heteroaryl comprising a ring nitrogen, and
 33 alkyl substituted with a substituted or unsubstituted heteroalkyl
 34 comprising a nitrogen, substituted or unsubstituted heterocycloalkyl
 35 comprising a ring nitrogen, and substituted or unsubstituted
 36 heteroaryl comprising a ring nitrogen, wherein
 37 R^{1B4} and R^{1B5} are optionally joined to form a substituted or
 38 unsubstituted ring with the nitrogen to which they are attached,
 39 wherein said ring optionally comprises a heteroatom.

1 **17.** The compound of claim 16, wherein
 2 q is an integer selected from 1 to 3;
 3 R^{1B} is a member selected from hydrogen, substituted alkyl, substituted or
 4 unsubstituted heteroalkyl, substituted cycloalkyl, substituted or
 5 unsubstituted heterocycloalkyl, substituted aryl, and substituted or
 6 unsubstituted heteroaryl.

1 **18.** The compound of claim 16, wherein R¹ has the formula:



(IV)

2 wherein,

3 R^{1B} is a member selected from hydrogen, -NR^{1B1}R^{1B2}, -OR^{1B3}, substituted or
 4 unsubstituted (C₁-C₁₀) alkyl, substituted or unsubstituted 2-10

6 membered heteroalkyl, substituted or unsubstituted (C_3-C_7)cycloalkyl,
7 substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted
8 or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

1 19. The compound of claim 16, wherein R^{1B} is a member selected from
2 - $C(O)NR^{1B4}R^{1B5}$ and substituted or unsubstituted heteroaryl comprising a ring nitrogen,
3 wherein

4 R^{1B4} and R^{1B5} are members independently selected from
5 hydrogen,
6 substituted or unsubstituted heteroalkyl comprising a nitrogen,
7 substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen,
8 substituted or unsubstituted heteroaryl comprising a ring nitrogen, and
9 alkyl substituted with a substituted or unsubstituted heteroalkyl
10 comprising a nitrogen, substituted or unsubstituted heterocycloalkyl
11 comprising a ring nitrogen, and substituted or unsubstituted
12 heteroaryl comprising a ring nitrogen, wherein
13 R^{1B4} and R^{1B5} are optionally joined to form a substituted or
14 unsubstituted ring with the nitrogen to which they are attached,
15 wherein said ring optionally comprises a heteroatom.

1 20. The compound of claim 19, wherein R^{1B1} , R^{1B2} , R^{1B3} , R^{1B4} and
2 R^{1B5} are members independently selected from hydrogen and a substituted or unsubstituted
3 ring, wherein said ring optionally comprises a nitrogen atom and at least one additional ring
4 heteroatom.

1 21. The compound of claim 1, wherein R^2 is a member selected from
2 substituted or unsubstituted (C_1-C_{10}) alkyl, substituted or unsubstituted 2-10 membered
3 heteroalkyl, substituted or unsubstituted (C_3-C_7) cycloalkyl, substituted or unsubstituted 3-7
4 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or
5 unsubstituted heteroaryl.

1 22. The compound of claim 1, R^{2A} , R^{2B} , R^{2C} , and R^{2D} are members
2 independently selected from substituted or unsubstituted (C_1-C_{10}) alkyl, substituted or
3 unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C_3-C_7) cycloalkyl,

4 substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted
 5 aryl, and substituted or unsubstituted heteroaryl.

1 **23.** The compound of claim 1, R² has the formula:



2 wherein,

3 R^{2G} is a member selected from hydrogen, halogen, substituted or
 4 unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted
 5 or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl,
 6 substituted or unsubstituted aryl, and substituted or unsubstituted
 7 heteroaryl;

8 J is a substituted or unsubstituted ring selected from substituted or
 9 unsubstituted (C₃-C₇) cycloalkyl, substituted or unsubstituted 3-7
 10 membered heterocycloalkyl, substituted or unsubstituted aryl, and
 11 substituted or unsubstituted heteroaryl;

12 t is an integer from 0 to 5; and

13 X is a member selected from a bond, -S(O₂)-, and -S(O₂)N^{2I-}, wherein
 14 R^{2I} is a member selected from hydrogen, substituted or unsubstituted
 15 alkyl, and substituted or unsubstituted heteroalkyl.

1 **24.** The compound of claim 23, wherein

2 R^{2G} is a member selected from hydrogen, substituted or unsubstituted (C₁-
 3 C₁₀) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl,
 4 substituted or unsubstituted (C₃-C₇)cycloalkyl, substituted or
 5 unsubstituted 3-7 membered heterocycloalkyl, substituted or
 6 unsubstituted aryl, and substituted or unsubstituted heteroaryl;

7 J is a substituted or unsubstituted ring selected from substituted or
 8 unsubstituted 3-7 membered heterocycloalkyl, substituted or
 9 unsubstituted aryl, and substituted or unsubstituted heteroaryl;

10 t is 1; and

11 R^{2I} is hydrogen.

1 **25.** The compound of claim 23, wherein R^{2G} is a branched or unbranched
2 (C₁-C₁₀)alkyl.

1 **26.** The compound of claim 23, wherein X is -S(O₂)-.

1 **27.** The compound of claim 1, wherein L¹ and L² are members
2 independently selected from a bond and unsubstituted (C₁-C₆) alkylene.

1 **28.** The compound of claim 1, wherein
2 the dashed line b is a bond;
3 R¹ is substituted or unsubstituted benzyl; and
4 R² has the formula:



5 wherein,

6 R^{2G} is a member selected from hydrogen, halogen, substituted or
7 unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
8 substituted or unsubstituted cycloalkyl, substituted or
9 unsubstituted heterocycloalkyl, substituted or unsubstituted
10 aryl, and substituted or unsubstituted heteroaryl,

11 J is a substituted or unsubstituted ring selected from substituted or
12 unsubstituted (C₃-C₇) cycloalkyl, substituted or unsubstituted
13 3-7 membered heterocycloalkyl, substituted or unsubstituted
14 aryl, and substituted or unsubstituted heteroaryl,
15 t is an integer from 0 to 5, and

16 X is -S(O₂)-;

17 L¹ is a bond; and

18 L² is a bond.

19 **29.** A method of treating a disorder or condition through modulating a
20 glucocorticoid receptor, the method comprising administering to a subject in need of such
21 treatment, an effective amount of the compound of one of claims 1-28.

1 **30.** A method of treating a disorder or condition through antagonizing a
2 glucocorticoid receptor, the method comprising administering to a subject in need of such
3 treatment, an effective amount of the compound of one of claims **1-28**.

1 **31.** A method of modulating a glucocorticoid receptor including the steps
2 of contacting a glucocorticoid receptor with an effective amount of the compound of one of
3 claims **1-28** and detecting a change in the activity of the glucocorticoid receptor.

1 **32.** A pharmaceutical composition comprising a pharmaceutically
2 acceptable excipient and the compound of one of claims **1-28**.